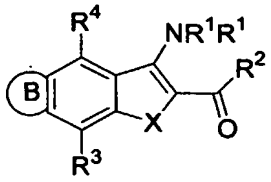
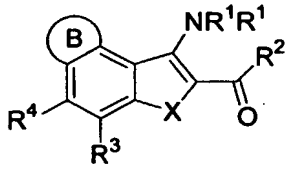
What is claimed is

1. A compound selected from Formula Ia and Formula Ib



Ia



Ib

where

X is O or S;

R^1 is in each instance independently selected from H, C_1-C_6 alkyl, benzoyl, and $C(O)R^A$;

R^A is in each instance independently H, $(C_1$-$C_6)$alkoxy, NR^BR^B, or $(C_1$-$C_6)$alkyl, said alkyl being optionally substituted with OH, =O, $(C_1$-$C_3)$alkoxy, $C(O)R^B$, halo and NR^BR^B;

R^B is in each instance independently H, $(C_3$-$C_6)$cycloalkyl, and $(C_1$-$C_6)$alkyl, said alkyl being optionally substituted with OH, =O, halo, $(C_1$-$C_6)$alkoxy, $NH(C_1$-$C_3)$alkyl, $N[(C_1$-$C_3)$alkyl$]_2$, $NC(O)(C_1$-$C_3)$alkyl and phenyl,

and where R^B, when it is attached to a N atom, is in each instance $(C_1$-$C_4)$alkyl, then the 2 $(C_1$-$C_4)$alkyl groups, taken together with the N atom to which they are attached, may be joined together to form a saturated ring,

and where R^B and R^B together with the N to which they are attached may form a morpholinyl ring or a piperazinyl ring optionally substituted on the available N atom with $(C_1$-$C_6)$alkyl, said alkyl being optionally substituted with OH, =O, NH_2, $NH(C_1$-$C_3)$alkyl, $N[(C_1$-$C_3)$alkyl$]_2$, and $(C_1$-$C_6)$alkoxy,

and with the proviso that when R^B is attached to S(O) or to $S(O)_2$, it cannot be H;

R^2 is selected from

phenyl and naphthyl, each optionally substituted with 1, 2, or 3 substitutents each independently selected from

OH, CN, NO_2, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy, $(C_3$-$C_6)$cycloalkyl, halo, halo$(C_1$-$C_6)$alkyl, halo$(C_1$-$C_6)$alkoxy, $C(O)R^A$, $C(O)NR^BR^B$, NR^BR^B,

$NH[(C_1\text{-}C_6)alkyl,]_{0\text{-}1}S(O)_2R^B$, $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}C(O)R^A$, and $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}C(O)OR^B$,

a heterocycle selected from a six membered heterocycle, a five membered heterocycle and a fused bicyclic heterocycle, each heterocycle being optionally substituted with 1, 2 or 3 substitutents each independently selected from

OH, CN, NO_2, $(C_1\text{-}C_6)alkyl$, $(C_3\text{-}C_6)cycloalkyl$, $(C_1\text{-}C_6)alkoxy$, halo, $halo(C_1\text{-}C_6)alkyl$, $halo(C_1\text{-}C_6)alkoxy$, $C(O)R^A$, $C(O)NR^BR^B$, NR^BR^B, $NH[(C_1\text{-}C_6)alkyl,]_{0\text{-}1}S(O)_2R^B$, $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}C(O)R^A$, and $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}C(O)OR^B$,

R^3 and R^4 are each independently selected from H, halo, OH, CN, $(C_1\text{-}C_3)alkoxy$, $(C_1\text{-}C_3)alkyl$, $halo(C_1\text{-}C_3)alkoxy$ and $halo(C_1\text{-}C_3)alkyl$ with the proviso that when X in Formula Ib is S, then R^4 cannot be $(C_1\text{-}C_3)alkyl$;

B is a 5 or 6 membered cyclic moiety being optionally substituted with 1 or 2 subsituents each independently selected from =O, OH, N oxide, halo, $halo(C_1\text{-}C_6)alkyl$, $halo(C_1\text{-}C_6)alkoxy$, $(C_1\text{-}C_6)alkyl$, $(C_1\text{-}C_3)alkylphenyl$, $(C_1\text{-}C_6)alkoxy$, $C(O)R^A$, $C(O)OR^B$, $C(O)NR^BR^B$, NR^BR^B, $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}S(O)_2R^B$, and $NH[(C_1\text{-}C_6)alkyl]_{0\text{-}1}C(O)R^A$;

or a pharmaceutically acceptable salt or ester thereof.

2. A compound of claim 1 comprising a compound of Formula Ia.

3. A compound of claim 1 comprising a compound of Formula Ib.

4. A compound of claim 2 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.

5. A compound of claim 2 where at least one R^1 is H.

6. A compound of claim 2 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

7. A compound of claim 2 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

8. A compound of claim 6 where R^2 is optionally substituted with 1 or 2 substituents and R^3 and R^4 are each independently selected from H, OH, Cl, F, CN, CH_3, OCH_3, CF_3 and OCF_3.

9. A compound of claim 7 where optionally substituted B, if it were not fused to the core molecule, is saturated.

10. A compound of claim 9 where B is substituted with =O, OH, Cl, F, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy, NR^BR^B, CF_3 and OCF_3.

11. A compound of claim 3 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.

12. A compound of claim 3 where at least one R^1 is H.

13. A compound of claim 3 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

14. A compound of claim 3 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

15. A compound of claim 13 where R^2 is optionally substituted with 1 or 2 substituents and R^3 and R^4 are each independently selected from H, OH, Cl, F, CN, CH_3, OCH_3, CF_3 and OCF_3.

16. A compound of claim 14 where optionally substituted B, if it were not fused to the core molecule, is saturated.

17. A compound of claim 16 where B is substituted with =O, OH, Cl, F, $(C_1$-$C_6)$alkyl, $(C_1$-$C_6)$alkoxy, NR^BR^B, CF_3 and OCF_3.

18. A composition comprising a compound of Formula Ia or Formula Ib.

19. A composition of claim 18 comprising a compound of Formula Ia.

20. A composition of claim 18 comprising a compound of Formula Ib.

21. A composition of claim 19 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.

22. A composition of claim 21 where at least one R^1 is H.

23. A composition of claim 21 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

24. A composition of claim 20 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.

25. A composition of claim 24 where at least one R^1 is H.

26. A composition of claim 24 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

27. A method of treating or preventing a hyper-proliferative disorder comrpising administration to a patient in need thereof of an effective amount of a compound of Formula Ia or Formula Ib.

28. A method of claim 27 comprising a compound of Formula Ia.

29. A method of claim 27 comprising a compound of Formula Ib.

30. A method of claim 28 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

31. A method of claim 29 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.